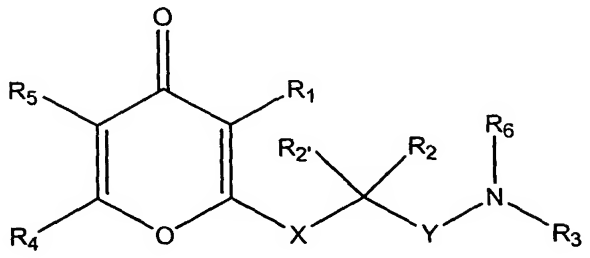
What is claimed is:

1. A compound having the structure represented by Formula I:



(Formula I)

wherein:

X is optionally substituted alkylene, -C(O)-, or is absent;

Y is optionally substituted alkylene, -C(O)-, or is absent;

R_1 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally substituted heteroaralkyl-;

R_4 and R_5 are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl, alkylsulfonamido, alkylsulfanyl, carboxy, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl and optionally substituted heteroaryl; or R_4 and R_5, taken together with the carbons to which they are bound, form an optionally substituted 5- to 7-membered non-aromatic ring;

R_2 and $R_{2'}$ are independently chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally substituted heteroaralkyl-; or R_2 and $R_{2'}$, taken together with the carbon to which they are bound, form an optionally substituted 3- to 7-membered ring;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R_7, and -$S(O)_2$-R_{7a}; and R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_3 taken together with R_6, and the nitrogen to which they are bound, form an optionally substituted 5- to12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_3 taken together with R_2 form an optionally substituted 5- to12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_7 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-OR_8$ and $-NHR_{14}$;

R_{7a} is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, and R_{14}-NH-;

R_8 is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally substituted heteroaralkyl-; and

R_{14} is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-

including single stereoisomers and mixtures of stereoisomers;

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I;

or a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. A compound according to claim 1, having one or more of the following:

X and Y are absent;

R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_2 is optionally substituted C_1-C_4 alkyl-;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally

substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl, or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-C(O)-R_7$, and $-S(O)_2-R_{7a}$;

R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

R_7 is selected from hydrogen, optionally substituted alkyl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, optionally substituted heteroaryl-, optionally substituted aryl-, R_8O- and $R_{14}-NH-$;

R_8 is chosen from optionally substituted alkyl and optionally substituted aryl;

R_{14} is chosen from hydrogen, optionally substituted alkyl and optionally substituted aryl; and/or

R_{7a} is is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, and $R_{14}-NH-$.

3. A compound according to claim 2, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_3 is $-C(O)-R_7$; and/or

R_7 is chosen from optionally substituted alkyl-; aryl-; substituted aryl-; benzyl-; and optionally substituted heteroaryl-.

4. A compound according to claim 3, having one or more of the following:

R_1 is naphthyl-, phenyl-, bromophenyl-, chlorophenyl-, methoxyphenyl-, ethoxyphenyl-, tolyl-, dimethylphenyl-, chorofluorophenyl-, methylchlorophenyl-, ethylphenyl-, phenethyl-, benzyl-, chlorobenzyl-, methylbenzyl-, methoxybenzyl-, cyanobenzyl-, hydroxybenzyl-, dichlorobenzyl-, dimethoxybenzyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is ethyl or propyl;

R_6 is R_{12}-alkylene-;

R_{12} is chosen from a alkoxy, amino, alkylamino, dialkylamino, carboxy, guanidine, hydroxyl-, and N-heterocyclyl;

R_4 is hydrogen, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl; and/or

R_5 is hydrogen, lower alkyl, or halo.

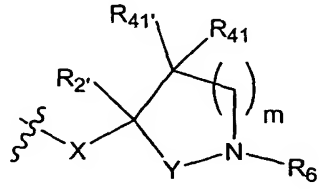
5. A compound according to claim 1, having one or more of the following:

X and Y are absent;

R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl; or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring; and/or

R_2 and R_3 taken together form an optionally substituted ring of the formula:



wherein

R_{41} and $R_{41'}$ are independently chosen from hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

m is 0, 1, 2, or 3;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

and

R_6 is chosen from hydrogen, optionally substituted acyl, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-.

6. A compound according to claim 5, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

R_{41} and $R_{41'}$ are hydrogen;

R_6 is optionally substituted aralkyl or optionally substituted acyl;

$R_{2'}$ is hydrogen; and/or

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl.

7. A compound according to claim 1, having one or more of the following:

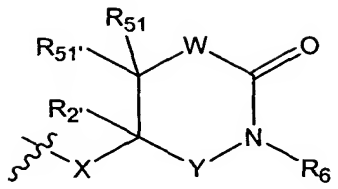
X and Y are absent;

R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl

and/or

R_2 and R_3 taken together form an optionally substituted ring of the formula:



wherein

R_{51} and $R_{51'}$ are independently chosen from hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

W is a covalent bond, CR'R" or NR'";

R' and R" are independently chosen from hydrogen, hydroxy, amino, optionally substituted aryl, optionally substituted alkylamino, optionally substituted alkyl and optionally substituted alkoxy;

R'" is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; and

R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-.

8. A compound according to claim 7, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

R_{51} is hydrogen or optionally substituted lower alkyl;

$R_{51'}$ is hydrogen or optionally substituted lower alkyl;

R_6 is optionally substituted aryl or optionally substituted aralkyl;

W is CR'R" where R' and/or R" are hydrogen or W is NR'" where R'" is hydrogen or optionally substituted alkyl; and/or

$R_{2'}$ is hydrogen.

9. A compound according to claim 1, having one or more of the following:

X and Y are absent;

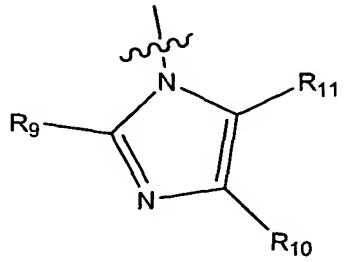
R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_2 is optionally substituted C_1-C_4 alkyl-;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl; or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring; and/or

R_3 taken together with R_6 and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring of the formula:



R_9 is chosen from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted aryl-C_1-C_4-alkoxy, optionally substituted heteroaryl-C_1-C_4-alkoxy, and optionally substituted heteroaryl-; and

R_{10} and R_{11} are independently hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, or optionally substituted aryl-C_1-C_4-alkyl-.

10. A compound according to claim 9, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_9 is phenyl substituted with C_1-C_4-alkyl-, C_1-C_4-alkoxy-, and/or halo; phenyl-; benzyl-; thiophenyl-; or thiophenyl- substituted with C_1-C_4-alkyl-, C_1-C_4-alkoxy-, and/or halo;

R_{10} is substituted C_1-C_4 alkyl-; and/or

R_{11} is hydrogen.

11. A compound according to claim 1, having one or more of the following:

X and Y are absent;

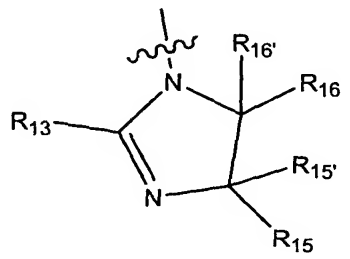
R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_2 is optionally substituted C_1-C_4 alkyl-;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl; or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring; and/or

R_3 taken together with R_6 forms an optionally substituted imidazolinyl ring of the formula:



wherein

R_{13} is chosen from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-,

optionally substituted heteroaryl-C_1-C_4-alkyl-; and

R_{15}, $R_{15'}$, R_{16}, and $R_{16'}$ are independently chosen from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, and optionally substituted aryl-C_1-C_4-alkyl-.

12. A compound according to claim 11, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_{13} is methylenedioxyphenyl-; phenyl-; phenyl substituted with C_1-C_4 alkyl-, C_1-C_4 alkoxy-, and/or halo; benzyl-; thienyl substituted with C_1-C_4 alkyl; benzyl; thiophenyl-; or thiophenyl- substituted with C_1-C_4-alkyl-, C_1-C_4-alkoxy-, and/or halo; and/or

R_{15}, $R_{15'}$, R_{16}, and $R_{16'}$ are independently hydrogen or optionally substituted C_1-C_4 alkyl-.

13. A compound according to claim 1, having one or more of the following:

X and Y are absent;

R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

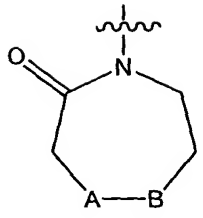
R_2 is optionally substituted C_1-C_4 alkyl-;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl; or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring; and/or

R_3 taken together with R_6 forms an optionally substituted diazepinone ring of the

formula:



wherein

A and B are each independently chosen from $C(R_{20})(R_{21})$, $N(R_{22})$, O or S;

R_{20} and R_{21} are each independently selected from H, optionally substituted alkyl optionally substituted aryl and optionally substituted heteroaryl; and

R_{22} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, optionally substituted heteroaralkyloxycarbonyl.

14. A compound according to claim 1, having one or more of the following:

X and Y are absent;

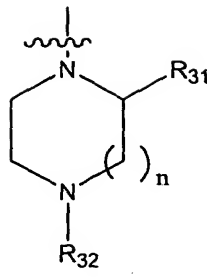
R_1 is selected from hydrogen, optionally substituted C_1-C_8 alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aryl-C_1-C_4-alkyl-, and optionally substituted heteroaryl-C_1-C_4-alkyl-;

R_2 is optionally substituted C_1-C_4 alkyl-;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl; or R_4 and R_5, taken together with the carbons to which they are bound form a 5- to 7-membered non-aromatic ring; and/or

R_3 taken together with R_6 forms an optionally substituted piperazine- or diazepam of the formula:



R_{31} and R_{32} are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, and optionally substituted heteroaralkyl; and n is 1 or 2.

15. A compound according to claim 14, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_{31} is aryl, substituted aryl, aralkyl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl;

R_{32} is hydrogen; and/or

n is 1.

16. A compound according to claim 1, having one or more of the following:

R_1 is optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl-;

R_4 and R_5 are independently chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano optionally

substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, and optionally substituted N-heterocyclyl;

R_3 is $-S(O)_2-R_{7a}$;

R_6 is R_{12}-alkylene-;

R_{12} is chosen from alkoxy, amino, alkylamino, dialkylamino, carboxy, hydroxyl-, and N-heterocyclyl-; and/or

R_{7a} is chosen from C_1-C_{13} alkyl-; phenyl-; naphthyl-; phenyl substituted with cyano, halo, lower-alkyl-, lower-alkoxy, nitro, methylenedioxy, or trifluoromethyl-; biphenylyl and heteroaryl-.

17. A compound according to claim 16, having one or more of the following:

R_1 is naphthyl-, phenyl-, bromophenyl-, chlorophenyl-, methoxyphenyl-, ethoxyphenyl-, tolyl-, dimethylphenyl-, chorofluorophenyl-, methylchlorophenyl-, ethylphenyl-, phenethyl-, benzyl-, chlorobenzyl-, methylbenzyl-, methoxybenzyl-, cyanobenzyl-, hydroxybenzyl-, dichlorobenzyl-, dimethoxybenzyl-, or naphthalenylmethyl-;

$R_{2'}$ is hydrogen and R_2 is ethyl or propyl;

R_4 is hydrogen, halo, optionally substituted lower alkyl, optionally substituted lower alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R_5 is hydrogen, lower alkyl, or halo; and/or

R_{7a} is chosen from phenyl substituted with halo, lower-alkyl-, lower-alkoxy, cyano, nitro, methlenedixoy, or trifluoromethyl-; and naphthyl-.

18. A compound according to claim 1 wherein

X is absent;

Y is absent;

R_1 is optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, or naphthalenylmethyl ;

R_2 is optionally substituted C_1-C_4-alkyl-;

$R_{2'}$ is hydrogen;

R_4 is methyl or phenyl;

R_5 is hydrogen or methyl;

and

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R_7, and -$S(O)_2$-R_{7a}; and R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_3 taken together with R_6, and the nitrogen to which they are bound, form an optionally substituted 5- to12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

19. A compound according to claim 18, wherein

R_3 is –C(O)R_7;

R_6 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl- and

R_7 is selected from hydrogen, optionally substituted alkyl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, optionally substituted heteroaryl-, optionally substituted aryl-, R_8O- and R_{14}-NH-, wherein R_8 is chosen from optionally substituted alkyl and optionally substituted aryl and R_{14} is chosen from hydrogen, optionally substituted alkyl and optionally substituted aryl.

20. A compound according to any one of claims 1-4 or 9-19 wherein R_2 and $R_{2'}$ are each attached to a stereogenic center having an R-configuration.

21. A composition comprising a pharmaceutical excipient and a compound, salt, or solvate thereof of any one of claims 1-19.

22. A composition according to claim 21, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I or a pharmaceutical salt or solvate thereof.

23. A composition according to claim 22, wherein said composition further comprises a

taxane.

24. A composition according to claim 22, wherein said composition further comprises a vinca alkaloid.

25. A composition according to claim 22, wherein said composition further comprises a topoisomerase I inhibitor.

26. A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to any one of claims 1 to 19.

27. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof a compound according to any one of claims 1-19.

28. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof a composition according to any one of claims 21-25.

29. A method according to claim 28 wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

30. The use, in the manufacture of a medicament for treating cellular proliferative disease, of a compound according to any one of claims 1-19.

31. The use of a compound as defined in claim 30 for the manufacture of a medicament for treating a disorder associated with KSP kinesin activity.